

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (JTD)

(Jointly Administered)

**NOTICE OF AMENDED² AGENDA FOR HEARING OF MATTERS
SCHEDULED FOR DECEMBER 17, 2024 AT 11:00 A.M. (ET)**

[Continued on Next Page]

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies "Plus", LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors' headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

² **Amended items appear in bold.**

This proceeding will be conducted in-person. All counsel and witnesses are expected to attend unless permitted to appear remotely via Zoom.

Please refer to Judge Dorsey's Chambers Procedures and the Court's website (<http://www.deb.uscourts.gov/ecourt-appearances>) for information on the method of allowed participation (video or audio), Judge Dorsey's expectations of remote participants, and the advance registration requirements.

Registration is required by 4:00 p.m. (Eastern Time) the business day before the hearing unless otherwise noticed using the eCourtAppearances tool available on the Court's website.

To attend this hearing remotely, please register using the eCourtAppearances tool ([available here](#) or on the Court's website (<http://www.deb.uscourts.gov/ecourt-appearances>))

YOU MUST USE YOUR FULL NAME WHEN LOGGING INTO ZOOM OR YOU WILL NOT BE ALLOWED INTO THE MEETING.

ADJOURNED/RESOLVED MATTERS

1. Debtors' Motion for Entry of an Order Authorizing the (I) Retention of AP Services, LLC, (II) Designation of David Orlofsky as Chief Restructuring Officer, Effective as of the Petition Date, and (III) Granting Related Relief [[D.I. 251](#), 11/26/24]

Objection Deadline: December 10, 2024, at 4:00 p.m. (ET); extended for the United States Trustee for the District of Delaware until December 12, 2024, at 4:00 p.m. (ET)

Related Documents:

- A. Certificate of Counsel Regarding Revised Proposed Order Authorizing the (I) Retention of AP Services, LLC, (II) Designation of David Orlofsky as Chief Restructuring Officer, Effective as of the Petition Date, and (III) Granting Related Relief [[D.I. 428](#), 12/13/24]

Responses Received:

- B. Informal Response from the Office of the United States Trustee for the District of Delaware

Further Related Documents:

- C. Order Authorizing the (I) Retention of AP Services, LLC, (II) Designation of David Orlofsky as Chief Restructuring Officer, Effective as of the Petition Date, and (III) Granting Related Relief [[D.I. 450](#), 12/16/24]

Status: An order has been entered. A hearing is not required.

2. Debtors' Application for Entry of an Order (I) Authorizing the Retention and Employment of Ducera Partners LLC as Investment Banker to the Debtors Effective as of the Petition Date, and (II) Granting Related Relief [[D.I. 258](#), 11/26/24]

Objection Deadline: December 10, 2024, at 4:00 p.m. (ET); extended for the United States Trustee for the District of Delaware until December 12, 2024, at 4:00 p.m. (ET)

Related Documents: None to date.

Responses Received:

- D. Informal Comments from the Office of the United States Trustee
- E. Informal Comments from the Official Committee of Unsecured Creditors
- F. Informal Comments from the Ad Hoc Group of First Lien Lenders

Status: The matter has been adjourned to the omnibus hearing scheduled for January 15, 2025.

3. Debtors' Application for an Order Authorizing Employment and Retention of Kroll Restructuring Administration LLC as Administrative Advisor, Effective as of the Petition Date [[D.I. 253](#), 11/26/24]

Objection Deadline: December 10, 2024, at 4:00 p.m. (ET); extended for the United States Trustee for the District of Delaware until December 12, 2024, at 4:00 p.m. (ET)

Related Documents:

- A. Certificate of No Objection Regarding Docket No. 253 [[D.I. 425](#), 12/13/24]
- B. Order Authorizing Employment and Retention of Kroll Restructuring Administration LLC as Administrative Advisor, Effective as of the Petition Date [[D.I. 447](#), 12/16/24]**

Responses Received: None.

Status: An order has been entered. A hearing is not required.

4. Debtors' Application for Entry of an Order (I) Authorizing the Retention and Employment of Hilco Real Estate, LLC as Real Estate Consultant and Advisor for the Debtors, Effective as of the Petition Date; (II) Waiving Certain Requirements Imposed by Local Rule 2016-2; and (III) Granting Related Relief [[D.I. 259](#), 11/26/24]

Objection Deadline: December 10, 2024, at 4:00 p.m. (ET); extended for the United States Trustee for the District of Delaware and the Official Committee of Unsecured Creditors until December 12, 2024, at 4:00 p.m. (ET)

Related Documents:

- A. Certification of Counsel Regarding Revised Proposed Order (I) Authorizing the Retention and Employment of Hilco Real Estate, LLC as Real Estate Consultant and Advisor for the Debtors, Effective as of the Petition Date; (II) Waiving Certain Requirements Imposed by Local Rule 2016-2; and (III) Granting Related Relief [[D.I. 426](#), 12/13/24]

Responses Received:

- B. Informal Response from the Office of the United States Trustee for the District of Delaware
- C. Informal Response from the Official Committee of Unsecured Creditors

Additional Related Documents:

- D. Order (I) Authorizing the Retention and Employment of Hilco Real Estate, LLC as Real Estate Consultant and Advisor for the Debtors, Effective as of the Petition Date; (II) Waiving Certain Requirements Imposed by Local Rule 2016-2; and (III) Granting Related Relief [[D.I. 449](#), 12/16/24]**

Status: **An order has been entered. A hearing is not required.**

- 5. Debtors' Third Omnibus Motion for Entry of an Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to (I) Reject Certain Unexpired Leases as of the Rejection Date and (II) Abandon Personal Property [[D.I. 271](#), 11/29/24]

Objection Deadline: December 10, 2024, at 4:00 p.m. (ET)

Related Documents:

- A. Certification of Counsel Regarding Revised Proposed Third Omnibus Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to (I) Reject Certain Unexpired Leases as of the Rejection Date and (II) Abandon Personal Property [[D.I. 412](#), 12/11/24]

Responses Received:

- B. Informal Response from the Official Committee of Unsecured Creditors

Additional Related Documents

- C. Third Omnibus Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to (I) Reject Certain Unexpired Leases as of the Rejection Date and (II) Abandon Personal Property [D.I. 446, 12/16/24]**

Status: An order has been entered. A hearing is not required.

MATTERS GOING FORWARD

6. Debtors' Application for an Order Authorizing the Retention and Employment of Petrillo Klein + Boxer LLP as Special Counsel to the Debtors and Debtors in Possession Effective as of the Petition Date [D.I. 252, 11/26/24]

Objection Deadline: December 10, 2024, at 4:00 p.m. (ET); extended for the United States Trustee for the District of Delaware until December 12, 2024, at 4:00 p.m. (ET)

Related Documents: None.

Responses Received:

- A. Informal Response from the Office of the United States Trustee for the District of Delaware

Additional Related Documents:

- B. Supplemental Declaration of Joshua Klein in Support of Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Petrillo Klein + Boxer LLP as Special Counsel to the Debtors and Debtors in Possession Effective as of the Petition Date [D.I. 442, 12/16/24]**
- C. Supplemental Declaration of Christopher P. Meyer in Support of Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Petrillo Klein + Boxer LLP as Special Counsel to the Debtors and Debtors In Possession, Effective as of the Petition Date [D.I. 443, 12/16/24]**
- D. Certification of Counsel Regarding Revised Proposed Order Authorizing the Retention and Employment of Petrillo Klein + Boxer LLP as Special Counsel to the Debtors and Debtors in Possession Effective as of the Petition Date [D.I. 448, 12/16/24]**

Status: A certification of counsel has been filed. A hearing is not required unless the Court has questions or concerns.

7. Motion of the Ad Hoc Group of Freedom Lenders for Entry of an Order (I) Terminating Exclusivity in the Holdco Debtors' Cases, (II) Lifting the Automatic Stay in the Holdco Debtors' Cases, or (III) Appointing a Chapter 11 Trustee for the Holdco Debtors [[D.I. 192](#), 11/20/24]

Objection Deadline: December 3, 2024 at 4:00 p.m. (ET)

Related Documents:

- A. Declaration of Brett Bakemeyer in Support of the Motion of the Ad Hoc Group of Freedom Lenders for Entry of an Order (I) Terminating Exclusivity in the Holdco Debtors' Cases, (II) Lifting the Automatic Stay in the Holdco Debtors' Cases, or (III) Appointing a Chapter 11 Trustee for the Holdco Debtors [[D.I. 193](#), 11/20/24]
- B. Notice of Hearing [[D.I. 222](#), 11/22/24]
- C. Debtors' Notice of Deposition of Irradiant Partners LP Pursuant to Rule 30(b)(6) of the Federal Rules of Civil Procedure [[D.I. 265](#), 11/27/24]
- D. Debtors' Notice of Deposition of Pacific Investment Management Company Pursuant to Rule 30(b)(6) of the Federal Rules of Civil Procedure [[D.I. 266](#), 11/27/24]
- E. Debtors' Notice of Deposition of Jon Levinson in Connection with the Motion of the Ad Hoc Group of Freedom Lenders for Entry of an Order (I) Terminating Exclusivity in the Holdco Debtors' Cases, (II) Lifting the Automatic Stay in the Holdco Debtors' Cases, or (III) Appointing a Chapter 11 Trustee for the Holdco Debtors [[D.I. 267](#), 11/27/24]
- F. Debtors' Notice of Deposition of Seth Zeleznik in Connection with the Motion of the Ad Hoc Group of Freedom Lenders for Entry of an Order (I) Terminating Exclusivity in the Holdco Debtors' Cases, (II) Lifting the Automatic Stay in the Holdco Debtors' Cases, or (III) Appointing a Chapter 11 Trustee for the Holdco Debtors [[D.I. 268](#), 11/27/24]
- G. Debtors' Notice of Deposition to Gabriel Goldstein in Connection with the Motion of the Ad Hoc Group of Freedom Lenders for Entry of an Order (I) Terminating Exclusivity in the HoldCo Debtors' Cases, (II) Lifting the Automatic Stay in the HoldCo Debtors' Cases, or (III) Appointing a Chapter 11 Trustee for the HoldCo Debtors [[D.I. 269](#), 11/27/24]
- H. Declaration of Betsy L. Feldman in Support of Debtors' Objection to Motion of the Freedom Lender Group for Entry of an Order (I) Terminating Exclusivity in the Holdco Debtors' Cases, (II) Lifting the Automatic Stay in the Holdco Debtors' Cases, or (III) Appointing a Chapter 11 Trustee for the Holdco Debtors [[D.I. 300](#), 12/3/24]

- I. Debtors' Motion for Entry of an Order Authorizing the Debtors to Exceed the Page Limit Requirement for the Debtors' Objection to Motion of the Freedom Lender Group for Entry of an Order (I) Terminating Exclusivity in the Holdco Debtors' Cases, (II) Lifting the Automatic Stay in the Holdco Debtors' Cases, or (III) Appointing a Chapter 11 Trustee for the Holdco Debtors [[D.I. 301](#), 12/3/24]
- J. Declaration of Daniel A. Fliman in Support of Objection of the Ad Hoc Group of First Lien Lenders to the Motion of the Ad Hoc Group of Freedom Lenders for Entry of an Order (I) Terminating Exclusivity in the Holdco Debtors' Cases, (II) Lifting the Automatic Stay in the Holdco Debtors' Cases, or (III) Appointing a Chapter 11 Trustee for the Holdco Debtors [[D.I. 302](#), 12/3/24]
- K. Ad Hoc Group of Freedom Lenders' Motion for Leave to File and Serve Late Replies in Support of their Motions: (1) for Entry of an Order (I) Adjourning the Second Day Hearing Set for December 10, 2024, (II) Extending the Objection Deadlines in Connection with the Second Day Hearing and (III) Granting Related Relief, and (2) for Entry of an Order (I) Terminating Exclusivity in the Holdco Debtors' Cases, (II) Lifting the Automatic Stay in the Holdco Debtors' Cases, or (III) Appointing a Chapter 11 Trustee for the Holdco Debtors [[D.I. 366](#), 12/6/24]
- L. Debtors' Exhibit List for Second Day Hearing Set for December 10, 2024 [[D.I. 371](#), 12/9/24]
- M. Debtors' Amended Exhibit List for Second Day Hearing Set for December 10, 2024 [[D.I. 386](#), 12/9/24]

Responses Received:

- N. The Official Committee of Unsecured Creditors' Response to Motion of the Ad Hoc Group of Freedom Lenders for Entry of an Order (I) Terminating Exclusivity in the Holdco Debtors' Cases, (II) Lifting the Automatic Stay in the Holdco Debtors' Cases, or (III) Appointing a Chapter 11 Trustee for the Holdco Debtors [[D.I. 294](#), 12/3/24]
- O. Debtors' Objection to Motion of the Freedom Lender Group for Entry of an Order (I) Terminating Exclusivity in the Holdco Debtors' Cases, (II) Lifting the Automatic Stay in the Holdco Debtors' Cases, or (III) Appointing a Chapter 11 Trustee for the Holdco Debtors [[D.I. 298](#), 12/3/24]
- P. Objection of the Ad Hoc Group of First Lien Lenders to the Motion of the Ad Hoc Group of Freedom Lenders for Entry of an Order (I) Terminating Exclusivity in the Holdco Debtors' Cases, (II) Lifting the Automatic Stay in the Holdco Debtors' Cases, or (III) Appointing a Chapter 11 Trustee for the Holdco Debtors [[D.I. 299](#), 12/3/24]

- Q. Omnibus Reply of the Ad Hoc Group of Freedom Lenders in Support of Its Motion for Entry of an Order (I) Terminating Exclusivity in the Holdco Debtors' Cases, (II) Lifting the Automatic Stay in the Holdco Debtors' Cases, or (III) Appointing a Chapter 11 Trustee for the Holdco Debtors [[D.I. 365](#), 12/6/24]

Status: This matter is going forward.

[Signature Page Follows]

Dated: December 17, 2024
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Allison S. Mielke

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